

games, as well as Pac-10 conference events. This restructuring also serves the interests of the Giants and the A's by providing each team with its own dedicated RSN "home." CSN-BA was able to secure a new {{
}}. CSN-CA, in turn, successfully negotiated rights agreements with the A's and Sharks in time for the 2009 MLB and 2009-10 NHL seasons.

CSN-BA and CSN-CA now deliver more and higher-quality pro sports programming to Northern California viewers. The restructuring has virtually eliminated game conflicts and the use of overflow channels, allowed the two RSNs together to deliver nearly 100 more pro games, and increased HD content to almost 100 percent of pro events. Both networks have also been able to significantly expand their original, local programming to include pre- and post-game shows and other content that highlights featured teams. CSN-CA's professional men's game telecasts, in particular, increased in number from 74 Kings games in the 2007-08 season, to 221 Kings and A's pro games in 2008-09, to 314 pro games in 2009-10, when the Sharks were added to the network.

CSN-CA's rights fees and other costs increased significantly when it acquired this new pro content from the A's and the Sharks. The network's total programming costs (team rights fees and production expenses) increased from {{
}} in 2008 to {{
}} in 2009.

CSN-CA initially offered the newly acquired A's and Sharks games {{
}}. As affiliation agreements have come up for renewal, CSN-CA has negotiated per-service subscriber monthly rates that reflect the increased value of the network due to the added A's and Sharks game content.

G4 and FearNet

To correct the premise of the Request, G4 is not a recently launched network. As Comcast described in response to Request 6, the network was launched in 2002, at which time Comcast owned [[
]] of the network. Through a series of transactions in 2004, Comcast acquired TechTV and merged it with G4, resulting in Comcast owning approximately [[
]] of the combined entity with the balance held by individuals and EchoStar. The resulting network continued to air programming from both predecessor networks. In 2006, Comcast bought out another minority investor, resulting in Comcast owning approximately [[
]]. In 2008, Comcast acquired 100% ownership in G4 by purchasing the remaining portion from EchoStar.

FearNet has been a VOD service since its launch in 2006. Comcast partnered with Sony and LionsGate (each of which owns [[
]])²⁴ to fill a niche by bringing premier horror, thriller, and suspense movie content to Comcast's and other

²⁴

[[

]]

MVPDs' subscribers. Comcast does not control the service. [[

]] FearNet has announced that it intends to launch as a linear network on October 31, 2010.²⁵

- 85. Describe how the Company determines whether to carry a particular programming network on its own systems and in what geographic areas that network will be carried. Explain and provide an example of how the Company evaluates potential substitutes for any given network, including, but not limited to: (i) in which geographic areas it will make such substitutes; (ii) what metrics it uses; (iii) how it evaluates potential subscriber losses for not carrying a given network in a market; and (iv) whether this a primary consideration when negotiating the per-subscriber carriage fee.**

Comcast explained its overall network carriage decision-making process in response to Requests 45 and 46. In sum, while each carriage decision involves unique circumstances, Comcast typically considers: (1) how the network fits within Comcast's overall channel lineup; (2) the network's ability to help Comcast attract or retain subscribers; (3) the network's price and other economic terms; (4) the network's track record and management; and (5) bandwidth constraints. As also explained in response to Request 45, in some cases a particular network's carriage is the subject of a larger negotiation that encompasses various other networks under common ownership, and in such cases Comcast's carriage decision is also informed by the overall value and economics of the deal that the programmer is pursuing. Most typically, the focus is much more on the network in question than on "potential substitutes" to the network.

As a general rule, when negotiating with programmers, Comcast Cable seeks to obtain the lowest possible wholesale cost that it must eventually pass on to its customers so it can provide attractive packages of programming at attractive prices. At its most basic level, the monetary cost of a carriage agreement for a given network is frequently the product of the license fee multiplied by the total number of subscribers who receive the network. A network's total number of subscribers across Comcast's systems is determined by some combination of (1) the number and breadth of systems distributing the network and (2) the level or package of service in which such systems offer the network. Thus, a network such as ESPN is offered on Expanded Basic in almost all of Comcast's systems, whereas a less-widely distributed network (such as Gospel Music Channel) might be carried on Digital Classic in certain systems, Digital Starter in other systems, and not at all in other systems. If a network has demonstrated its value in the marketplace, its distribution will tend to increase over time, as it is launched in new systems and/or made available on more broadly-penetrated tiers.

²⁵ See Press Release, FEARnet, *Celebrate FEARTober with FEARnet* (Sep. 29, 2010), available at http://www.fearnetwork.com/news/b20394_celebrate_feartober_with_fearnetwork.html; see also Press Release, Peter Block *Named FEARnet President and General Manager* (Aug. 11, 2010), available at http://www.fearnetwork.com/news/b19871_peter_block_named_fearnetwork_president.html.

Because Comcast generally does not cease carrying a network in systems where it is already carried, Comcast's carriage negotiations frequently concern whether a network's carriage should be expanded and/or whether a new network should be added. Price is always a factor in such negotiations. While a low price will increase a network's chances of broader carriage, price alone is not the sole determinant. Where a negotiation concerns the expansion or new carriage of a network, Comcast typically considers, in addition to price, the breadth of the network's popularity, the passion or intensity of its fan base, whether similar programming is available elsewhere within Comcast's channel lineup, and whether there are pressing bandwidth needs in the systems in question. There are many genres that are already heavily represented in Comcast's programming lineup (merely by way of example, general entertainment programming, movie programming, and food/cooking programming), and that is certainly a relevant factor when Comcast is assessing the value proposition of another network offering programming in such a well-represented genre. But the network's overall popularity and the intensity of its fan base also play significant roles. Thus, a network in a genre that is not represented in Comcast's lineup may not have much of a potential fan base or subscriber interest – a hypothetical example would be a network devoted to board games – whereas a network with programming in a genre that is already well-represented may be attractive *if* the network has compelling programming that sets it apart and is highly appealing (and assuming the economic terms make sense for both parties).

In some instances, a network may carry programming that has a particularly passionate fan base. In these instances, Comcast must carefully consider the overall economics of the deal that the network is offering and work with the programmer to determine the most appropriate tier position and/or geographic carriage. NFL Red Zone and Big Ten Network provide two relevant and relatively recent examples. Comcast offers NFL Red Zone on its Sports and Entertainment package, which means that not all of Comcast's subscribers are required to pay an additional fee to enjoy this unique but expensive content (along with a number of other niche sports and entertainment networks offered in that package). Comcast's carriage of the Big Ten Network tells a similar story, with some variation. In Comcast systems within the Big Ten Conference territory, Comcast carries the network on highly-penetrated tiers, since there is naturally a higher percentage of Big Ten sports fans among subscribers in those regions. In systems outside of the Big Ten territory, by contrast, Comcast makes the network available on its Sports and Entertainment package, where the proportionally smaller number of passionate Big Ten sports fans can opt in to pay an extra fee to receive the network.

RFD TV is an example of a network with a devoted audience that fills a unique niche and presents an attractive value proposition in certain geographic areas. RFD TV describes itself as a network “dedicated to serving the needs and interests of rural America with programming focused on agriculture, equine and rural lifestyle, along with traditional country music and entertainment.”²⁶ Comcast carries RFD TV (which Comcast first

²⁶ See Press Release, RFD TV, *Comcast Colorado Announces Addition of RFD TV* (May 13, 2010), available at http://www.rfdtv.com/index.php?option=com_content&view=article&id=390:comcast-colorado-announces-addition-of-rfd-tv&catid=92:press-releases&Itemid=171.

launched in 2008) to {{ }} on either its Digital Classic or Sports and Entertainment packages in areas where Comcast's divisional and regional management has determined that there is a critical mass of subscribers interested in the network's programming. Thus, as one might expect, Comcast carries RFD TV on its systems in Colorado, Kentucky, Utah, and Vermont (among other systems) but does not carry the network in its San Francisco or Miami markets.

Comcast does not generally use customer surveys or detailed analyses of potential substitute networks when making carriage decisions but instead relies on its division and system managers in the field – who are focused on knowing the needs of the subscribers they serve – to keep Comcast's Content Acquisition group informed about customer interest in particular networks. (Often, the networks will compare themselves to other networks in terms of programming content and viewer demographics when making pitches to Comcast.) Perhaps the most common metric that Comcast's divisional and regional management tracks in this regard is the volume of customer inquiries that Comcast receives about carrying a specific network from any particular market. In most discretionary carriage negotiations, Comcast also typically stays apprised of the extent to which other distributors carry the network – both those distributors that compete directly with Comcast as well as other large cable operators who face similar competitive pressures as Comcast.

Comcast's negotiations for a given network are necessarily informed by Comcast's sense as to whether a potential loss of that network would lead to significant subscriber losses or reduce Comcast's ability to acquire new subscribers. However, detailed analyses (including determinations about potential substitutes) are usually not necessary; for networks that Comcast already carries, there is rarely any question as to whether Comcast is going to continue to carry the network, assuming that mutually satisfactory terms can be negotiated.

- 86. Provide the per-subscriber advertising revenues by year, from 2005 to the present, for each programming network in which the Company holds an attributable interest.**

Information and data responsive to Request 86 have been provided in Excel spreadsheet format as Exhibit 86, which is included with the information and data produced herewith and has been designated as 86-COM-00000001.

- 87. Identify all subscriber rate changes made during the last two years by the Company and the amounts for each for standalone video service by tier (e.g., basic, expanded basic, digital) and for bundled services by type (e.g., video, voice and broadband, video and broadband, or video and voice) in any geographic area.**

Documents responsive to this request have previously been produced to the FCC and may be found at 04-COM-00000001 – 00000004 and 04-COM-00000337 – 00000502. These documents comprised the predominant rate cards, which list each available Comcast service and its pricing, terms, and conditions for each of Comcast's sub-regions. As

explained in Comcast's response to Request 4(h) of the May 21, 2010 Information and Discovery Request, rates do not change frequently, and generally change no more than [[]]. Accordingly, for each sub-region, a rate card was provided for each year of 2008 and 2009. [[

]]

Comcast also provided a table listing the document identification numbers for the rate cards corresponding to each sub-region. This table was provided in Excel spreadsheet format as Exhibit 4.8 and may be found at 04-COM-00000809.

Additional responsive documents are attached as Appendix J and may be found at the document identification numbers listed in the table below. These documents consist of the predominant rate cards for each of Comcast's sub-regions for 2010.

II

Sub-Region	Beginning of Bates Range	End of Bates Range
-------------------	---------------------------------	---------------------------

II

[[

]]

- 88. Identify each carriage agreement into which the Company has entered during the last two years that has resulted in a change in tier placement for the subject network in any geographic area covered by the agreement.**

The chart that follows identifies each responsive carriage agreement. In all such instances listed, with one exception, the subject network was repositioned from a less-broadly penetrated tier to a more-broadly penetrated tier in geographic areas covered by the applicable agreement.

Network	Contracting Party	Agreement Date(s)	Resulting Change in Tier Placement
{			
			}

{{			
			}}

89. Describe and provide all documents related to the Company's current subscriber equipment and expected changes during the next three years, including a description of the status and time frame for changing navigation features to allow viewers to select programs by searching a particular category of programming rather than by channel. What factors or criteria does the Company plan to use in developing the search algorithm? For example, how will the Company determine what programs are included in a particular search result and how will it determine a show's placement in the listing of "results" delivered to the viewer?

A. Current Subscriber Equipment and Navigation Features

1. Subscriber Equipment

Comcast's responses to Requests 55 and 56 of the Commission's initial Information and Discovery Request detail the Company's current subscriber equipment. That information

is still accurate and no new subscriber equipment has been deployed. The only other piece of subscriber equipment that will be ready for commercial deployment in the near future is an HD version of the Digital Transport Adapter, *i.e.*, a low-cost device that can only access one-way HD and SD linear channels.

2. Navigation Features

Comcast's current equipment supports a variety of navigation search features, including: channel surfing through the program guide; browsing by defined categories such as "HD," "News," "Kids," "Sports," etc.; and searches by program title. In addition, Comcast customers with digital video recorders are able to search alphabetically by title; search by actor or director; and search by keyword, which looks for matches in the title, person names, and program genres. Comcast has begun deploying more advanced features in certain markets that also enable searches by programming type, *e.g.*, linear, VOD, etc. and searching for keywords, which then displays the programs that contain those keywords as well as programs that are relevant to those keywords. With respect to searches for actors/directors and keywords, the results are ranked first by "matching score" – how closely the program title, actor/director, or program genre matches the user's query – and then by {{

}} still being

trialed and developed. Search results typically can be sorted by ascending alphanumeric title or descending relevance order.

B. Expected Subscriber Equipment and Navigation Feature Changes During the Next Three Years

1. Subscriber Equipment

Comcast's plans for deploying new subscriber equipment over the next three years are not finalized. {{

}} could be deployed in the relevant timeframe.

{{

}} to launch new

applications and services aimed at giving customers content from a broader range of sources and facilitating an ever-more-customized user experience driven by the customers themselves.

{{

}}

(1) {{

}} This STB will include tru2way middleware, which is the cable industry's middleware platform for interactive services. {{

}} This provides a more consistent and efficient way of supporting downloads and data management in the STB. The STB also will include HDMI, MoCA, Ethernet, and other interfaces, {{
}}.

(2) {{

}} The specifications and design for the {{
}} device are currently in development.

In addition to these efforts, Comcast will be launching later this year an application that will allow its customers to perform navigation functions using non-Comcast portable devices such as the iPad. Comcast also is developing new software, customer equipment, and backend network equipment that will enable customers to move and stream cable content to other devices within the home. These development efforts are still in the preliminary stages.

2. Navigation Features

Comcast anticipates trialing and potentially deploying to consumers enhanced search and content discovery capabilities utilizing {{ }} that would be accessible on set-top boxes leased from Comcast as well as on devices purchased at retail. These capabilities will enable a more consumer-friendly experience than current navigation features can deliver. Enhanced search functions and improved navigation functions will allow customers to access content they want to see more efficiently, without having to remember specific channel numbers. The algorithm for search results will be based on objective criteria such as relevance to the search term, popularity, and channel number. In addition, {{

}}.

In addition to direct tuning to a programming network based on channel number, customers will be able to “browse” for content by category and “search” with number/text entry.

- **Browse Function.** {{

}}

- **Search Function.** {{

}}

In all cases, these features will provide integrated results that include {{ }}.

Furthermore, for any results, Comcast plans to offer a variety of options for sorting content. For example, among other options, users could sort by alphabetical order, most relevant, linear only, VOD only, high definition only, newest programming, and programming expiring soon. Such features will help Comcast's customers further refine their program listings and provide them the content they want as quickly as possible.

Here are some illustrative examples of how these features may work:

Keyword Search: {{

}}

{{

}}

Browse by Category: Customers will have several ways to browse for content by categories {{ }}. The listings within the main categories would be sorted {{ }}. Comcast is still in the process of deciding upon the main categories, but they will likely include such generic categories as “TV,” “Movies,” “Kids,” “Music,” “Lifestyle,” “News,” “Networks,” etc. Moreover, each category likely will include several sub-categories that group together similar types of content. For example:

- TV [All, Action/Adventure, Cartoon/Animation, Comedy, Drama, Documentary, etc.]
- Lifestyle [All, Food, Travel, Health/Fitness, Home/How To, etc.]
- News [All, Local, Business/Financial, Weather, etc.]
- Networks [All Networks, Premium, Subscription Sports, TV, Movie, Kids, Sports, Music, Lifestyle, News, Multicultural, etc.]

Each category and subcategory would provide users with a wide selection of related programming. {{

}} Some categories, however, may place content in an order {{}}, for example, categories such as “For You” might include saved or bookmarked items, upcoming recordings, and algorithmic-based recommendations based on past viewing selections. The “Networks” category also likely would have the networks grouped by subcategory and then listed in alphabetical order.

3. Other Notable Trials

Comcast is exploring other ways to make it easier for customers to find the programming they want. To that end, Comcast is conducting limited trials of a new channel lineup that will allow certain cable systems that convert to all-digital to group networks in genre neighborhoods such as “News & Local,” “Kids,” “Sports,” “Movies,” etc. For example, under “News & Local,” systems where this channel lineup is implemented would group Bloomberg TV, CNBC, and Fox Business Network together with other news channels such as CNN, Fox News, and MSNBC. Because local and regional programming placement varies by geographic location, moving networks from one channel to another is very difficult, especially in cable systems that are channel-locked; and any channel movement inevitably results in substantial customer confusion and numerous complaints. Therefore, in its upcoming trials, Comcast will focus only on creating neighborhoods of HD programming and digital tiers of service and will not change any channels between 1-99. More information about these trials and a sample lineup is available at <http://www.comcast.com/xflineup/>.

90. Describe the Company’s process for national advertising representation for its local and regional programming (e.g., Regional Sports Networks), and the manner in which it represents competing MVPDs.

Comcast’s local and regional networks are advertising supported, and each network is responsible for selling most of its available advertising time. As a general rule, the Comcast local and regional networks typically reserve on average ten minutes of available advertising time per hour (subject to constraints inherent in telecasting live

sporting events) and sell a portion of the time to advertisers or use a portion of the time for their own promotional purposes.²⁷

Comcast's local and regional networks' sales staffs do not sell their networks' advertising time to national advertisers, with limited exceptions. Rather, third party advertising representative firms ("rep firms") have been engaged to sell advertising time to national advertisers on behalf of Comcast's RSNs and one of its regional non-sports networks, New England Cable News ("NECN").²⁸ Comcast's RSNs work with the following rep firms: Fox (through its affiliate Home Team Sports) ("Fox"), ABC Regional Sports and Entertainment Sales ("ABC"), Harrington, Richter and Parsons ("HRP"), and CBS College Sports Properties.²⁹ HRP also sells advertising time to national advertisers for NECN, but Comcast's other local and regional non-sports networks sell advertising directly and do not use rep firms to sell their advertising time (with the exception of ABC's incidental representation of advertising time in a small package of 76ers and Flyers games appearing on The Comcast Network-Philadelphia).³⁰

Advertising time is sold to national advertisers on behalf of the regional networks in two different ways: (1) for the RSNs (and, as referenced above, 76ers and Flyers games on The Comcast Network-Philadelphia) and NECN, rep firms sell spot advertising on behalf of their client networks to national advertisers (*i.e.*, where the advertising buy is made principally by an advertiser outside of the RSN's local territory), and (2) for the RSNs, Fox sells spot time on both affiliated and unaffiliated RSNs (*i.e.*, without regard to ownership) located across different regions on an aggregated basis, generally comprising at least three RSNs (known in the industry as "unwired" sales). A national advertiser who wishes to target an audience viewing a specific event might run a spot advertisement on the single regional network that is airing the event. An advertiser who wishes to target viewers of NHL games in several regions might purchase a schedule of unwired RSN availabilities.

²⁷ On average, there are generally 12 minutes of advertising breaks per hour of programming. MVPD affiliates usually get two minutes of advertising time per hour, and the networks reserve the remaining advertising time of ten minutes on average per hour. The networks then use or sell whatever portion of the remaining advertising time of ten minutes on average per hour that has not been reserved by programming rights grantors (who often retain for their own use or resale some amount of advertising inventory in the programming they license to Comcast).

²⁸ In the case of Comcast's RSNs and NECN, national sales managers employed by such networks oversee business development and the relationships between such networks and the rep firms. Occasionally, the national sales managers sell advertising directly to national advertisers (usually when there is a preexisting relationship with the national advertiser or its agency). In the case of a direct sale to a national advertiser, a Comcast regional network may still pay a commission to its rep firm.

²⁹ In connection with ABC's sale of national advertising time for Comcast SportsNet Philadelphia, ABC also incidentally sells in-game inventory in the Flyers and 76ers games sublicensed by Comcast SportsNet Philadelphia to The Comcast Network-Philadelphia.

³⁰ As discussed later in this response, Comcast Spotlight may sell to national advertisers their "local affiliate avails" on Comcast's other regional non-sports networks.

Like all MVPDs that carry Comcast's networks, Comcast Cable typically is provided two minutes per hour of ad time (commonly referred to as "local affiliate avails") on each Comcast RSN or regional non-sports network for use or resale. Comcast Spotlight is the Comcast Cable affiliate that sells this time to advertisers, including national advertisers (and often competes with Comcast's RSNs and regional non-sports networks for such sales). A national advertiser obviously cannot use advertisements on a single regional network to reach a national audience, but a national advertiser who wishes to "heavy up" a national advertising schedule by targeting specific markets or zones may buy advertising time on Comcast's regional networks and/or (through Comcast Spotlight) on Comcast's local networks or in local affiliate avails.

Comcast Spotlight also has agreements to serve as the advertising sales representative firm for several other MVPDs in DMAs where Comcast Cable has a presence and Comcast Spotlight sells advertising time for Comcast Cable. Through these agreements, Comcast Spotlight typically has the right to sell a majority of the advertising inventory that these MVPDs obtain through carriage agreements with programming networks, and Comcast Spotlight shares in the revenue from such sales. Most of these representation arrangements are in DMAs in which the represented MVPDs do not compete directly with Comcast Cable. A lesser number of these arrangements are with overbuilders of Comcast Cable systems, including Verizon, {{

}}. These interconnect arrangements are an efficient way for advertisers to buy an entire DMA or parts of a DMA with a single sale, single advertisement, single bill, and single payment.

In 2008, Comcast Spotlight entered into an agreement to sell some of the RSN inventory obtained by Dish Network through its carriage agreements with RSNs in certain DMAs where Comcast Cable has a presence and Comcast Spotlight sells advertising time for Comcast Cable. Also in 2008, National Cable Communications ("NCC") entered into an agreement to sell the RSN inventory obtained by DirecTV through its carriage agreements with RSNs. NCC has delegated to Comcast Spotlight the sales responsibility for DirecTV's RSN inventory in the markets where Comcast Cable has a presence and Comcast Spotlight sells advertising time for Comcast Cable.

91. **Provide the Company's current channel line-ups, along with the percentage of programming channels currently operated, managed, or in which the Company holds an attributable interest, as well as the percentage of such channels that the Company will operate, manage or in which it will hold such an interest post-acquisition, for the largest cable system in terms of subscribers in the following DMAs:**

DMA 1 New York
 DMA 3 Chicago
 DMA 4 Philadelphia
 DMA 5 San Francisco
 DMA 6 Boston

DMA 8 Washington, DC
DMA 11 Houston
DMA 17 Miami
DMA 18 Denver
DMA 27 Hartford
DMA 57 Fresno

The current channel lineups from the largest systems in the 11 DMAs identified above are attached as Appendix K. For each of these channel lineups, the chart on the following page shows the total number of channels and the number and percentage of programming channels currently owned, operated, managed, or attributed to each of Comcast and NBCU. The chart also displays the number and percentage of channels that the combined entity will own, operate, manage, or be attributed with post-acquisition. The channel counts and attributions were performed manually using reasonable best efforts to analyze the listings from the 11 channel lineups, and the percentage calculations were then performed by the spreadsheet.

The analysis shows that across these 11 systems, the combined entity will own, operate, manage, or be attributed with approximately 12.8% of programming channels carried on Comcast's cable systems. This analysis confirms the accuracy of Comcast's assertion in the Public Interest Statement that nearly six out of every seven channels carried by Comcast will be unaffiliated with the combined entity post-transaction.³¹

³¹ See also Comcast Corporation, Response to Information and Discovery Request, MB Docket No. 10-56, at 42 (June 30, 2010) (responding to Request No. 14 and reporting that across Comcast's [[]], the combined entity will own, operate, manage, or be attributed with approximately 14.1% of programming channels carried on Comcast's cable systems).

92. Identify the top 20 advertisers on each of the Company's programming networks and the Company's annual revenue from each from such advertising.

Information and data responsive to this request have been provided in Excel spreadsheet format as Exhibits 92.01 through 92.07, which are included with the information and data produced herewith and have been designated 92-COM-00000001 – 92-COM-00000049. Where an Excel spreadsheet submitted with this response includes fewer than 20 advertisers for a given network for a given year, the spreadsheet shows all advertisers for that network during that year.

93. Identify the top 20 advertisers on each of the Company's online properties (vertical sites and aggregators/portals) and the Company's annual revenue from each from such advertising.

Information and data responsive to this request have been provided in Excel spreadsheet format as Exhibits 93.01 through 93.08, which are included with the information and data produced herewith and have been designated 93-COM-00000001 – 93-COM-00000051. Where an Excel spreadsheet submitted with this response includes fewer than 20 advertisers for a given online property for a given year, the spreadsheet shows all advertisers for that online property during that year.

Comcast Interactive Media ("CIM") has engaged Yahoo! to serve as the primary advertising sales representative firm for Comcast.net. Yahoo! sells the majority of the advertising inventory of Comcast.net and shares revenue from such sales with CIM. These arrangements are turn-key for CIM; as such, CIM generally does not maintain or have access to top advertisers and associated revenue information for the advertising inventory sold by Yahoo! on behalf of Comcast.net, {{

}} A portion of the advertising inventory of Comcast.net is sold by Comcast Spotlight; top advertiser information for the advertising inventory sold by Comcast Spotlight for Comcast.net is submitted as Exhibit 93.04, which is included with the information and data produced herewith and has been designated as 93-COM-00000028 – 93-COM-00000029. {{

}}

{{

}} The Comcast Network – Philadelphia, The Comcast Network – Mid Atlantic, and Comcast Hometown Television do not operate websites.

94. **Submit a copy of Vince Vittore & Molchanov, *Consumers Consider Axing the Coax*, Yankee Group, April 22, 2010, referenced in the Company’s July 21, 2010, Opposition to Petitions to Deny and Response to Comments (“Opposition”) at 89 n. 276. Also, submit a copy of Convergence Consulting, *The Battle for the American Couch Potato: New Challenges and Opportunities in the Content Market*, April 2010, referenced in the Opposition at 89 n. 279.**

A copy of the Yankee Group report has been produced herewith. Because Comcast, General Electric, NBC Universal, and their outside consultants do not possess a copy of the Convergence Consulting report and did not rely on it in their filings in this proceeding, Commission staff have agreed to withdraw the request for that document.

95. **Identify and describe, by parties, addressee, date, and subject matter, all agreements, memoranda of understanding, letters, correspondence, written testimony, e-mails and similar documents, by which the Company has made commitments with third parties in connection with the future operation of its proposed LLC with NBCU. For each, also describe in detail the nature of the commitment. With regard to those such documents that have not been filed with the Commission in MB Docket No. 10-56, provide a copy of each.**

There is a relatively small number of situations in which Comcast has made commitments with third parties in connection with the future operation of its proposed LLC with NBCU. Each such commitment has already been disclosed to the Commission – and to the public – through filings on the record in MB Docket No. 10-56.³² Specifically, the following is a complete list of commitments with third parties regarding the future operation of Comcast’s proposed LLC with NBCU³³:

³² For purposes of this request, Comcast assumes that the staff seeks to illuminate actual commitments embodied in agreements or memoranda of understanding with third-party organizations and individuals, not preliminary drafts or underlying negotiation papers associated with such agreements, unilateral statements of intention, or statements made to the Commission or other individuals and organizations within the Federal Government (including the voluntary public interest Commitments incorporated in the Public Interest Statement). Nonetheless, copies of written Comcast testimony that embodied and explained these Commitments or subsequent stakeholder commitments are attached hereto as Appendices L-P. Although the focus of the request is on agreements affecting “the future operation of [Comcast’s] proposed LLC with NBCU,” and commitments which apply to elements of Comcast that will not be included in the NBCU joint venture are therefore outside the scope of the request, the summaries provided (and testimony attached) here cover both Comcast and NBCU commitments.

³³ Comcast has also reached an agreement with Common Sense Media (“CSM”), but this agreement does not affect the future operation of NBCU, and therefore is outside the scope of the request. NBCU has entered into its own agreement with CSM, but that too falls outside the scope of the request because Comcast is not a party to that agreement (though of course it will be bound by NBCU’s agreement after the transaction is approved and closed). Nonetheless, both of these agreements will be submitted shortly, under separate cover (and pursuant to the Second Protective Order).

a. NBC Television Affiliates. An agreement among Comcast, NBCU, and the NBC Television Affiliates (the “NBC Affiliates”) was entered into on June 3, 2010. The agreement was signed by Stephen B. Burke, Comcast; Jeffrey A. Zucker, NBCU; and Brian B. Lawlor and Michael J. Fiorile, NBC Television Affiliates. A summary of the key provisions of this agreement was placed in the public record by letter of June 23, 2010, from Michael H. Hammer, Counsel for Comcast, and David H. Solomon, Counsel for NBCU, and the full text of this agreement was placed in the public record by letter of August 6, 2010, again from Messrs. Hammer and Solomon.

The agreement with the NBC Television Affiliates Association makes clear Comcast’s intention to preserve and strengthen the NBC Television Network, to maintain a vibrant broadcast affiliate distribution system, and to continue the partnership that exists today between the NBC Television Network and its many valued local affiliates. Specifically, Comcast has agreed to:

- Maintain the NBC Television Network – as made available for over-the-air broadcast by the NBC Television Network’s broadcast station affiliates – as a premier general entertainment programming service and devote sufficient resources to program development to ensure that the NBC Television Network’s program schedule remains competitive;
- Continue to broadcast on the NBC Television Network, subject to certain conditions, major sporting events for which NBC holds broadcast rights as of the date of the agreement, and, with certain qualifications, refrain from migrating such events to any linear programming channel in which Comcast has an ownership interest;
- In negotiating to acquire rights for national distribution of major sporting events on Comcast’s networks, use commercially reasonable efforts to negotiate for reasonable distribution of such events on the NBC Television Network in a manner that is available to the NBC local affiliates;
- Ensure that Comcast’s cable systems remain solely responsible for negotiating retransmission consent agreements with individual NBC local affiliates. Such retransmission consent negotiations will be conducted separate from the NBC Television Network’s affiliation negotiations with the NBC local affiliates;
- Ensure that certain provisions relating to programming (e.g., the amount and type of programming to be supplied to local network affiliates by the NBC Television Network) will remain part of the standard terms and conditions of affiliation offered to local network affiliates;
- Ensure that the NBC Television Network will provide to local network affiliates primarily first-run programming on a primarily first-window basis;

- Honor NBC's agreements and side letters that preserve existing non-duplication protections against importation of another affiliate broadcast station signal into an NBC local affiliate's market;
- Ensure that decisions involving exclusivity issues will continue to be made by the Network and solely on the basis of Network considerations; and
- Refrain from using its control of the NBC Television Network to transmit a same-day linear feed of Network programming on a Comcast cable system in the television market of an NBC local affiliate in the event that the NBC local affiliate withdraws its consent in the course of a retransmission dispute with the Comcast cable system.

b. Non-NBC Affiliates. On June 21, 2010, Comcast entered into an agreement with the ABC Television Affiliates Association, CBS Television Network Affiliates Association, and the FBC Television Affiliates Association. That agreement was signed by Stephen B. Burke, Comcast; William Hoffman, Chair, ABC Television Affiliates Association; Wayne Daugherty, Chair, CBS Television Network Affiliates Association; and Brian Brady, Chair, FBC Television Affiliates Association. A summary of this agreement was filed with the Commission by Michael H. Hammer, Counsel for Comcast, on July 1, 2010. The full text of this agreement was placed in the public record by letter of August 6, 2010, from Messrs. Hammer and Solomon.

Comcast's agreement with the ABC, CBS, and Fox Affiliates Associations also will strengthen local broadcasting. Specifically, the Non-NBCU Affiliates Associations Agreement obligates Comcast to:

- Engage in arm's-length, good-faith negotiations of retransmission consent agreements between Comcast and the affiliates of ABC, CBS, and Fox ("Non-NBCU Affiliates");
- Not discriminate in its retransmission consent negotiations with the Non-NBCU Affiliates on the basis of affiliation (or lack thereof) with Comcast or the NBC or Telemundo Television Networks;
- Maintain Comcast's cable system affiliates' sole responsibility for negotiating retransmission consent agreements with the Non-NBCU Affiliates. Such negotiations will be separate from and not influenced by NBCU. NBCU will remain solely responsible for retransmission consent negotiations for NBCU-owned stations with non-Comcast MVPDs;
- In any retransmission consent complaint proceeding involving a Non-NBCU Affiliate, not rely on the terms of any retransmission consent agreement between Comcast and any television station wholly-owned, controlled, or under common control with Comcast or affiliated with the NBC or Telemundo Television Networks ("NBCU Stations") that is entered into following announcement of the

Comcast-NBCU transaction in order to establish whether rates, terms, and other carriage and retransmission conditions are consistent with competitive marketplace conditions; and

- Refrain from attempting to gain a competitive advantage by discriminating against any local, in-market Non-NBCU Affiliate in favor of any NBCU Station licensed in the same market with respect to certain technical signal carriage matters.

c. Independent Film and Television Alliance (“IFTA”). Comcast and NBCU entered into an agreement with IFTA on June 29, 2010. The agreement was executed by Stephen B. Burke, Comcast; Jeffrey Zucker, NBCU; and Jean M. Prewitt, President and Chief Executive Office, IFTA. A summary of the key provisions of this agreement was submitted to the Commission on July 12, under cover of a letter from Messrs. Hammer and Solomon. The full text of the agreement was placed in the public record by letter dated August 6, 2010, again from Messrs. Hammer and Solomon.

In the IFTA agreement, Applicants have committed, following the closing of the transaction, to devote substantial resources to enhance opportunities for independently-produced programming to be considered for NBCU and Comcast platforms.

The key provisions of the IFTA agreement are as follows:

- **Development Meetings.** NBCU will schedule each year a presentation outlining for Independent Producers its upcoming scripted and reality programming needs. IFTA will provide an invitation list of up to 200 Independent Producers, working with its members and with other independent producers and organizations;
- **Pitch Meetings.** NBCU will set up annual meetings with creative executives from NBCU’s entertainment networks to take series pitches from Independent Producers. In the six-month period following each Development Meeting, NBCU’s cable group will take at least 15 pitches and its broadcast group will take at least 20 pitches as part of this process. NBCU may also take pitches from Independent Producers in addition to those taken as part of this process. NBCU’s Digital Studio executives may also participate in the pitch meetings in order to evaluate the presentations for potential digital platform opportunities;
- **Allocated Development Funds.** Each year, the NBC Television Network will allocate \$1 million in development funds and, separately, the NBCU cable entertainment networks will allocate \$500,000 in development funds (collectively, the “Allocated Development Funds”). The Allocated Development Funds will be exclusively dedicated to supporting early development of new projects from Independent Producers as part of this process, and will be disbursed by NBCU directly to such Independent Producers in such amounts and allocations as NBCU determines is appropriate but seeking to provide funds to multiple projects/Independent Producers;

- *Advertiser-Sponsored Movies of the Week (“MOWs”).* The NBC Television Network will facilitate formal introductions of Independent Producers of MOWs to advertisers looking to produce fully-sponsored MOWs that will be supplied to the NBC Network on a time-buy basis as the company’s sales and programming needs dictate;
- *Acquisition of Feature Films and Other Programming.* To the extent the NBCU cable networks license MOWs or mini-series or seek to acquire feature films, their executives or employees will take submissions of professionally produced, completed MOWs, miniseries or films from Independent Producers at agreed-upon times and locations including the American Film Market in a good faith effort to consider independent programming for such slots; and
- *New Media Distribution.* Comcast commits to meet with IFTA to develop a plan to simplify the method by which Independent Producers license their content to Comcast for distribution on New Media platforms. Comcast and IFTA will work toward the goal of developing a process within three (3) months of the Agreement for Comcast Cable to evaluate content for its New Media platforms from Independent Producers.

d. Hispanic Leadership Organizations. On June 25, 2010, Comcast and NBCU entered into a memorandum of understanding (“MOU”) with the Hispanic Association on Corporate Responsibility (“HACR”), the National Hispanic Leadership Agenda (“NHLA”), and the National Hispanic Media Coalition. The MOU was executed by Stephen B. Burke and David L. Cohen of Comcast; Jeffrey Zucker and Paula Madison, Executive Vice President, Diversity, NBCU; Guarione Diaz, Cuban American National Council, Vice Chair, HACR Board of Directors; Lillian Rodriguez Lopez, Hispanic Federation, Chair, National Hispanic Leadership Agenda; Rosa Rosales, League of United Latin American Citizens, Vice Chair, National Hispanic Leadership Agenda; Janet Murguia, National Council of La Raza, Board Member HACR and NHLA; Alex Nogales, President & CEO, National Hispanic Media Coalition; and Ignacio Salazar, SER-Jobs for Progress National, Inc., Chair, HACR Board of Directors. The MOU was entered into the public record of this proceeding by letter dated July 6, 2010, from Messrs. Hammer and Solomon.

As discussed in Applicant’s Opposition and Response, this agreement details additional ways in which Comcast and NBCU will increase investment in and carriage of Hispanic programming. As its part of this agreement, NBCU will build on previous and current efforts to increase the presence of Latinos throughout all its programming, including entertainment, news, sports, and public affairs programming. NBCU will expand opportunities for Latinos both in front of and behind the camera. Examples of measurable outcomes will include increasing the number of Latino showrunners, producers, writers, and directors; and increasing the number of Latinos who appear on news and public affairs programs. Further, Applicants have agreed that the joint venture will not reduce the number of current local Telemundo newscasts even in this difficult time when the broadcast business faces challenges to its advertising revenue stream, and will consider expanding local Telemundo newscasts. NBCU will likewise increase news